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GUY M. HICKS
General Counsel
OFFICE OF THE
EXECUTIVE SECRETARY

September 21, 1999

Mr. David Waddell
Tennessee Regulatory Authority
400 James Robertson Parkway
Nashville, Tennessee

Re: Adoption of MCImetro/BellSouth Interconnection Agreement ("MCIIm Agreement") and Request for Approval of Brooks Fiber/BellSouth Agreement ("Brooks Agreement")
Docket No. 99-00583

Dear Mr. Waddell:

This is in response to your September 7, 1999 letter regarding submission of the above-referenced Brooks Agreement to the Tennessee Regulatory Authority ("TRA") for approval. Exhibit 2 to the Brooks Agreement, which is the primary focus of your letter, is nothing more than a copy of Attachment VIII of the MCIIm Agreement with several modifications to which Brooks Fiber and BellSouth mutually agreed. It is the intent of the parties that Brooks Fiber has the right to take advantage of all systems, processes, interfaces and services set forth in the Brooks Agreement. Specifically, with respect to Exhibit 2 of the Brooks Agreement, Brooks Fiber may utilize all the systems, processes, interfaces and services that BellSouth has made available to MCImetro under the MCIIm Agreement, except as may be otherwise specifically provided in Exhibit 2 of the Brooks Agreement. Thus, the parties saw no need to modify the sections referenced in your letter. As to the sections of Attachment VIII of the MCIIm Agreement which were deleted from Exhibit 2 of the Brooks Agreement, these provisions were deleted upon mutual agreement of the parties and should not be a part of the Brooks Agreement.

Should you have any further questions, please contact me.

Sincerely yours,

Guy Hicks

cc: Susan Berlin

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